

P99000019648

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Account Name : STRAWN & MONAGHAN, P.A.
Account Number : 076215000176
Phone : (561) 278-9400
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MERGER OR SHARE EXCHANGE

BETHESDA COMPREHENSIVE CANCER INSTITUTE, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BETHESDA CANCER INSTITUTE, INC. (N96000003986)

INTO

BETHESDA COMPREHENSIVE CANCER INSTITUTE, INC., a Florida
corporation, P99000019648.

File date: May 10, 1999

Corporate Specialist: Cathy Mitchell

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with §§ 607.1109, 608.4362, and/or 620.203, Florida Statutes.

FIRST:

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Bethesda Cancer Institute, Inc. a Florida not-for-profit corporation
2815 South Seacrest Boulevard
Boynton Beach, FL 33435
Florida Document No. N96000005986
FEI#: 65-0708897

Bethesda Comprehensive Cancer Institute, Inc., a Florida corporation
2815 South Seacrest Boulevard
Boynton Beach, FL 33435
Florida Document No. P99000019648
FEI#: Applied for

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SECOND:

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

Bethesda Comprehensive Cancer Institute, Inc., a Florida corporation
2815 South Seacrest Boulevard
Boynton Beach, FL 33435
Florida Document No. P99000019648
FEI#: Applied for

THIRD:

The attached Plan of Merger meets the requirements of §§ 607.1108, 608.438, 617.1103 and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

FOURTH:

If applicable, the attached Plan of Merger was approved by the other entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

Timothy E. Monaghan, Esq.
Strawn, Monaghan & Cohen, P.A.
54 NE Fourth Avenue
Delray Beach, FL 33483
561/278-9400
FBN: 699871

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FIFTH:

If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to §§ 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

SIXTH:

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

SEVENTH:

The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

EIGHTH:

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

BETHESDA CANCER INSTITUTE, INC.
A Florida not-for-profit corporation

By: Robert B. Hill
Robert B. Hill
Its: President

BETHESDA COMPREHENSIVE
CANCER INSTITUTE, INC.,
A Florida corporation

By: Robert B. Hill
Robert B. Hill
Its: President

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**PLAN OF MERGER OF
BETHESDA CANCER INSTITUTE, INC., a Florida not-for-profit corporation
AND
BETHESDA COMPREHENSIVE CANCER INSTITUTE, INC., a Florida corporation**

This is a plan of merger between BETHESDA CANCER INSTITUTE, INC., a Florida not-for-profit corporation, and BETHESDA COMPREHENSIVE CANCER INSTITUTE, INC., a Florida corporation.

**ARTICLE I
Constituent Corporations**

The name of each constituent corporation is BETHESDA CANCER INSTITUTE, INC., a Florida not-for-profit corporation, and BETHESDA COMPREHENSIVE CANCER INSTITUTE, INC., a Florida corporation.

**ARTICLE II
Merger**

Pursuant to § 617.1107, Florida Statutes, Bethesda Cancer Institute, Inc. shall be merged into Bethesda Comprehensive Cancer Institute, Inc. (the "Merger").

**ARTICLE III
Surviving Corporation**

Bethesda Comprehensive Cancer Institute, Inc. shall be the surviving corporation of the merger.

**ARTICLE IV
Articles of Incorporation**

The articles of incorporation of Bethesda Comprehensive Cancer Institute, Inc., as in effect immediately prior to the merger, shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**ARTICLE V
Directors and Officers**

The directors and officers of Bethesda Comprehensive Cancer Institute, Inc. immediately prior to the merger shall continue to be the directors and officers immediately following the merger.

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ARTICLE VI
Assets and Liabilities

On the effective date of the merger, the separate existence of Bethesda Cancer Institute, Inc. shall cease and Bethesda Comprehensive Cancer Institute, Inc. shall, without further action, possess all of its rights and privileges immediately preceding the merger. All assets of any nature of Bethesda Cancer Institute, Inc. shall, without further action, be vested in Bethesda Comprehensive Cancer Institute, Inc. immediately following the merger. Following the merger, Bethesda Comprehensive Cancer Institute, Inc. shall be responsible for all liabilities and obligations of Bethesda Cancer Institute, Inc. Any claim existing or action or proceeding pending against Bethesda Cancer Institute, Inc. may be continued as if the merger did not occur or Bethesda Comprehensive Cancer Institute, Inc. may be substituted for Bethesda Cancer Institute, Inc. in any such proceeding. Neither the rights of creditors nor any liens upon the property of Bethesda Cancer Institute, Inc. shall be impaired by the merger.

ARTICLE VII
Effective Date

The merger shall be effective upon the filing by the Florida Department of State of articles of merger, or at such other time specified in the articles of merger.

ARTICLE VIII
Abandonment

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the Board of Directors of Bethesda Comprehensive Cancer Institute, Inc. or the Board of Directors of Bethesda Cancer Institute, Inc. at any time prior to the filing of articles of merger.

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(SIGNATURE PAGE FOLLOWS)

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IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned officers on APRIL 26, 1999.

BETHESDA CANCER INSTITUTE, INC.,
A Florida not-for-profit corporation

By

Robert B. Hill

Robert B. Hill

Its:

President

BETHESDA COMPREHENSIVE CANCER
INSTITUTE, INC., A Florida corporation

By

Robert B. Hill

Robert B. Hill

Its:

President

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April 7, 1999

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